

REDACTED - PUBLIC VERSION

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

DYSON TECHNOLOGY LIMITED)
and DYSON INC.,)
Plaintiffs,)
v.) C.A. No. 05-434-GMS
MAYTAG CORPORATION,) **CONFIDENTIAL**
Defendant.) **FILED UNDER SEAL**

**DECLARATION OF JOHN SHIPSEY IN SUPPORT OF PLAINTIFFS' ANSWERING
BRIEF IN OPPOSITION TO DEFENDANT'S MOTION FOR ENTRY OF A
TEMPORARY RESTRAINING ORDER AND PRELIMINARY INJUNCTION
REGARDING IMPROPER ASSET TRANSFERS**

I, JOHN SHIPSEY, declare:

1. I am the Chief Financial Officer (CFO) of Dyson Limited, a subsidiary of Dyson James Limited, and I am a Director of Dyson James Limited. I also am a Chartered Accountant and a member of the Institute of Chartered Accountants in England and Wales.

REDACTED

REDACTED I submit this declaration for the purpose of providing factual support for Plaintiffs' Answering Brief in Opposition to Defendant's Motion for Entry of a Temporary Restraining Order and Preliminary Injunction Regarding Improper Asset Transfers.

2. I have personal knowledge of the matters set forth herein and would testify as follows:

THIS PAGE REDACTED

IN ITS ENTIRETY

**THIS PAGE REDACTED
IN ITS ENTIRETY**

**THIS PAGE REDACTED
IN ITS ENTIRETY**

THIS PAGE REDACTED

IN ITS ENTIRETY

THIS PAGE REDACTED

IN ITS ENTIRETY

REDACTED

The Dyson Group Will Be Irreparably Harmed by the Injunction Requested by Maytag

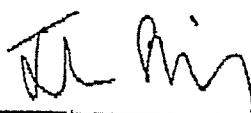
35. I understand that Maytag seeks an order that would prohibit any Dyson Group entity, including many that are not parties to this action, from "transferring, outside the normal course of business unless by Court order, any liquid cash funds that would result in Dyson having less than \$300 million or the equivalent in liquid cash funds in its corporate holdings." (Proposed Order at 1.) I also understand that the Proposed Order expressly prohibits "transfers in the form of dividends, salaries, bonuses, distributions, or any other transactions." (Proposed Order at 1.)

36. However, the conduct complained of by Maytag in its Motion (the use of transfer pricing arrangements, zero balance accounts, the corporate reorganization, and the payments of salaries and dividends) occurred in the normal course of business for purposes that achieved the best results for the Dyson Group entities. As the CFO of Dyson Limited, and the person who would be charged with ensuring compliance with the Proposed Order, it is unclear to me what transactions would or would not violate the Proposed Order.

REDACTED

REDACTED

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and this declaration was signed on December 13, 2006 EST in Malmesbury, England.



John Shipsey

CERTIFICATE OF SERVICE

I, John W. Shaw, hereby certify that on December 20, 2006, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of the Court using CM/ECF, which will send notification that such filing is available for viewing and downloading to the following counsel of record:

Francis DiGiovanni, Esquire
James D. Heisman, Esquire
CONNOLLY BOVE LODGE & HUTZ LLP
The Nemours Building – 8th Floor
1007 N. Orange Street
Wilmington, Delaware 19801

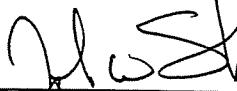
I further certify that on December 20, 2006, I caused a copy of the foregoing document to be served by hand delivery on the above-listed counsel of record and on the following in the manner indicated:

BY E-MAIL ON DECEMBER 20, 2006 AND
FEDERAL EXPRESS ON DECEMBER 21, 2006

Ray L. Weber, Esquire
Laura J. Gentilcore, Esquire
RENNER, KENNER, GREIVE, BOBAK,
TAYLOR & WEBER
400 First National Tower
Akron, OH 44308

Kimball R. Anderson, Esquire
Stephen P. Durchslag, Esquire
WINSTON & STRAWN LLP
35 W. Wacker Drive
Chicago, IL 60601-9703

YOUNG CONAWAY STARGATT & TAYLOR, LLP



C. Barry Flinn (No. 4092)
John W. Shaw (No. 3362)
Adam W. Poff (No. 3990)
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, Delaware 19801
(302) 571-6600
jshaw@ycst.com

*Attorneys for Dyson Technology Limited
and Dyson, Inc.*